

P98000071629

529 Humphries Road
Safety Harbor, FL 34695-4921

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002605308--4
-08/03/98-01067-012
*****70.00 *****70.00

July 30, 1998

RE: Administrative Services of America, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$70.00 for the filing fee.

Please contact me at (727) 725-1025 if you have any questions.

Sincerely,

Susan J. Brown

Susan J. Brown
Incorporator

FILED
98 AUG 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-17961

DMC
8-17-98

~~2557, 611~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 7, 1998

SUSAN J. BROWN
529 HUMPHRIES ROAD
SAFETY HARBOR, FL 34695-4921

SUBJECT: ADMINISTRATIVE SERVICES OF AMERICA, INC.
Ref. Number: W98000017961

We have received your document for ADMINISTRATIVE SERVICES OF AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 098A00041285

*Doris,
Enclosed are 2 copies. Sorry for the mistake*

ARTICLES OF INCORPORATION
OF
ADMINISTRATIVE SERVICES OF AMERICA, INC.

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98 AUG 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

ADMINISTRATIVE SERVICES OF AMERICA, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The general character or nature of the business to be transacted by this Corporation is:

- (a) Market, develop, and provide management and outsourcing services.
- (b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, buildings, or other structures, public or private, with their appurtenances, and to manage, operate, lease rent, rebuild, enlarge, alter, or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (c) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.
- (d) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

- (g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including a purchase of its own shares.
- (i) To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.
- (j) To engage in any and all lawful business, trades, occupations and professions.
- (k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the businesses or acts above-named.
- (l) Any other lawful business.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred Thousand (100,000) shares of common stock, each having the par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of the Corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred dollars (\$500.00).

ARTICLE VI- PRINCIPAL OFFICE OF CORPORATION

The street and mailing address of the office of this Corporation is 529 Humphries Road, Safety Harbor, Florida 34695-4921.

ARTICLE VII - ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is Susan J. Brown, 529 Humphries Road, Safety Harbor, Florida 34695-4921.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of one Director. The number of Directors may be, as provided for by the By-Laws and adopted by at least fifty one percent of the Shareholders, increased or decreased. The name and address of the initial Director of this Corporation is:

Susan J. Brown

529 Humphries Road
Safety Harbor, Florida 34695-4921

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of incorporation is:

Susan J. Brown
529 Humphries Road
Safety Harbor, Florida 34695-4921

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by fifty-one percent of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - PREEMPTIVE RIGHTS

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time, be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of July 1998.


Susan J. Brown

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
98 AUG 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

Administrative Services of America, Inc.

The name and address of the registered agent and office is:

Susan J. Brown
529 Humphries Road
Safety Harbor, FL 34695-4921

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Susan J. Brown
DATE August 11, 1998